

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 28, 2015

**ROLLINS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-4422**  
(Commission File Number)

**51-0068479**  
(I.R.S. Employer Identification No.)

**2170 Piedmont Road, N.E., Atlanta, Georgia 30324**  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(404) 888-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On January 28, 2015, the Company issued a press release announcing its unaudited financial results for the fourth quarter and year ended December 31, 2014. The Company hereby incorporates by reference herein the information set forth in its Press Release dated December 31, 2014, a copy of which is attached hereto as Exhibit 99.1. Except as otherwise provided in the press release, the press release speaks only as of the date of such press release and such press release shall not create any implication that the affairs of the Company have continued unchanged since such date.

Except for the historical information contained in this report, the statements made by the Company are forward-looking statements that involve risks and uncertainties. All such statements are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. The Company's future performance could differ significantly from the expectations of management and from results expressed or implied in the Press Release. See the risk factors contained in the Press Release for a discussion of certain risks and uncertainties that may impact such forward-looking statements. For further information on other risk factors, please refer to the "Risk Factors" contained in the Company's Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission. The Company disclaims any obligation or duty to update or modify these forward-looking statements.

**Item 9.01. Financial Statements and Exhibits**

**Exhibit No. Description**

99.1 Press Release Dated January 28, 2015

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Rollins, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ROLLINS, INC.**

Date: January 28, 2015

By: /s/ Harry J. Cynkus  
Name: Harry J. Cynkus  
Title: Senior Vice President, Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

FOR IMMEDIATE RELEASE

**ROLLINS, INC. REPORTS FOURTH QUARTER AND FULL YEAR 2014  
RECORD FINANCIAL RESULTS**

**Company posts 35<sup>th</sup> consecutive quarter of improved earnings results**

- **Revenue increased 5.9% for the quarter and 5.5% for full year**
- **Income before taxes rose 13.0% for the quarter and 14.5% for the full year**
- **Net income up 7.0% for the quarter and 11.6% for the full year**
- **Earnings per diluted share rose 10.5% for the quarter to \$0.21 from \$0.19, and up 11.9% to \$0.94 from \$0.84 for the full year**

**ATLANTA, GEORGIA, January 28, 2015:** Rollins, Inc. (NYSE:ROL), a premier global consumer and commercial services company, today reported strong unaudited financial results for its fourth quarter and year ended December 31, 2014.

All share and per share information is shown prior to the 3-for-2 stock dividend effective March 10, 2015 for shareholders of record February 10, 2015 as announced on January 27, 2015.

The Company recorded fourth quarter revenues of \$344.0 million, an increase of 5.9% over the prior year's fourth quarter revenue of \$324.7 million. Income before income taxes rose 13.0%, but due to a less favorable income tax rate in 2014, net income increased 7.0% to \$29.9 million or \$0.21 per diluted share for the fourth quarter ended December 31, 2014, compared to \$28.0 million or \$0.19 per diluted share for the same period in 2013.

Rollins' revenues for the full year rose 5.5% to \$1.412 billion compared to \$1.337 billion for the prior year. Rollins' net income for the full year rose 11.6% to \$137.7 million, or \$0.94 per diluted share, compared to net income of \$123.3 million, or \$0.84 per diluted share for the same period last year.

Gary W. Rollins, Vice Chairman and Chief Executive Officer of Rollins, Inc. stated, "We are pleased to have achieved our financial objectives for 2014. These results reflect growth across all brands and lines of our business. We now have over 70 branches converted to our new branch CRM and operating system, and will accelerate our implementation in the new year."

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Mr. Rollins, concluded, "We are excited about 2015. We have important strategic initiatives in place to help us achieve our financial objectives, while providing our customers with award winning pest control service."

Rollins, Inc. is a premier global consumer and commercial services company. Through its wholly owned subsidiaries, Orkin LLC., HomeTeam Pest Defense, Orkin Canada, Western Pest Services, The Industrial Fumigant Company, Trutech LLC., Rollins Australia, Waltham Services LLC., PermaTreat, and Crane Pest Control, the Company provides essential pest control services and protection against termite damage, rodents and insects to more than two million customers in the United States, Canada, Central America, South America, the Caribbean, the Middle East, Asia, the Mediterranean, Europe, Africa, Mexico, and Australia from more than 500 locations. You can learn more about our subsidiaries by visiting our web sites at [www.orkin.com](http://www.orkin.com), [www.pestdefense.com](http://www.pestdefense.com), [www.orkincanada.ca](http://www.orkincanada.ca), [www.westernpest.com](http://www.westernpest.com), [www.indfumco.com](http://www.indfumco.com), [www.trutechinc.com](http://www.trutechinc.com), [www.allpest.com.au](http://www.allpest.com.au), [www.walthamservices.com](http://www.walthamservices.com), [www.permatreat.com](http://www.permatreat.com), [www.cranepestcontrol.com](http://www.cranepestcontrol.com), and [www.rollins.com](http://www.rollins.com). You can also find this and other news releases at [www.rollins.com](http://www.rollins.com) by accessing the news releases button.

#### **CAUTION CONCERNING FORWARD-LOOKING STATEMENTS**

*This release contains statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements about the Company's (i) expectation to accelerate the implementation of the branch CRM and operating system, and (ii) strategic initiatives in place to help achieve financial objectives for 2015 while providing customers with award winning pest control service. The actual results of the Company could differ materially from those indicated by the forward-looking statements because of various risks and uncertainties, including without limitation, economic and competitive conditions which may adversely affect the Company's business; the degree of success of the Company's pest and termite process, and pest control selling and treatment methods; the Company's ability to identify and integrate potential acquisitions; climate and weather trends; competitive factors and pricing practices; the Company's ability to attract and retain skilled workers, and potential increases in labor costs; uncertainties of litigation; and changes in various government laws and regulations, including environmental regulations. All of the foregoing risks and uncertainties are beyond the ability of the Company to control, and in many cases the Company cannot predict the risks and uncertainties that could cause its actual results to differ materially from those indicated by the forward-looking statements. A more detailed discussion of potential risks facing the Company can be found in the Company's Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2013.*

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**ROLLINS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(in thousands)

<b>At December 31, (unaudited)</b>	<b>2014</b>	<b>2013</b>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 108,372	\$ 118,216
Trade accounts receivables, net	77,854	72,849
Financed receivables, net	12,234	12,220
Materials and supplies	14,078	12,251
Deferred income taxes, net	42,764	39,518
Other current assets	28,656	19,388
<b>Total Current Assets</b>	<b>283,958</b>	<b>274,442</b>
Equipment and property, net	101,669	87,215
Goodwill	255,563	211,847
Customer contracts and other intangible assets, net	133,472	128,569
Deferred income taxes, net	7,881	4,544
Financed receivables, long-term, net	11,787	11,608
Prepaid Pension	—	7,113
Other assets	13,832	13,879
<b>Total Assets</b>	<b>\$ 808,162</b>	<b>\$ 739,217</b>
<b>LIABILITIES</b>		
Accounts payable	\$ 22,878	\$ 23,194
Accrued insurance, current	24,204	25,631
Accrued compensation and related liabilities	74,090	66,175
Unearned revenue	94,056	91,014
Other current liabilities	37,451	29,778
<b>Total Current Liabilities</b>	<b>252,679</b>	<b>235,792</b>
Accrued insurance, less current portion	30,946	28,245
Accrued pension	29,558	691
Long-term accrued liabilities	32,303	36,234
<b>Total Liabilities</b>	<b>345,486</b>	<b>300,962</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock	145,522	145,864
Retained earnings and other equity	317,154	292,391
<b>Total stockholders' equity</b>	<b>462,676</b>	<b>438,255</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 808,162</b>	<b>\$ 739,217</b>

**ROLLINS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands except per share data)  
(unaudited)

	Fourth Quarter Ended December 31,		Twelve Months Ended December 31,	
	2014	2013	2014	2013
<b>REVENUES</b>				
Customer services	\$ 343,951	\$ 324,707	\$ 1,411,566	\$ 1,337,374
<b>COSTS AND EXPENSES</b>				
Cost of services provided	174,979	167,357	707,739	678,459
Depreciation and amortization	11,250	9,833	43,509	39,571
Sales, general and administrative	111,357	106,362	441,706	428,288
(Gain)/loss on sales/impairment of assets, net	(54)	81	(618)	(165)
Interest (income)/expense	(116)	(112)	(254)	(385)
	<u>297,416</u>	<u>283,521</u>	<u>1,192,082</u>	<u>1,145,768</u>
<b>INCOME BEFORE INCOME TAXES</b>	<u>46,535</u>	<u>41,186</u>	<u>219,484</u>	<u>191,606</u>
<b>PROVISION FOR INCOME TAXES</b>	<u>16,618</u>	<u>13,229</u>	<u>81,820</u>	<u>68,276</u>
<b>NET INCOME</b>	<u>\$ 29,917</u>	<u>\$ 27,957</u>	<u>\$ 137,664</u>	<u>\$ 123,330</u>
<b>NET INCOME PER SHARE - BASIC</b>	<u>\$ 0.21</u>	<u>\$ 0.19</u>	<u>\$ 0.94</u>	<u>\$ 0.84</u>
<b>NET INCOME PER SHARE - DILUTED</b>	<u>\$ 0.21</u>	<u>\$ 0.19</u>	<u>\$ 0.94</u>	<u>\$ 0.84</u>
Weighted average shares outstanding - basic and diluted	145,524	145,872	145,796	146,081

  CONFERENCE CALL ANNOUNCEMENT  

# Rollins, Inc.

(NYSE: ROL)



Management will hold a conference call to discuss  
Fourth Quarter and Full-Year 2014 results on:

**Wednesday, January 28, 2015 at:**

10:00 a.m. Eastern

9:00 a.m. Central

8:00 a.m. Mountain

7:00 a.m. Pacific

## TO PARTICIPATE:

Please dial **888-438-5535** domestic;  
**719-325-2432** international  
at least 5 minutes before start time.

REPLAY: available through February 4, 2015

Please dial **888-203-1112/719-457-0820**, Passcode: 8203851

*THIS CALL CAN ALSO BE ACCESSED THROUGH THE INTERNET AT*

[www.viavid.com](http://www.viavid.com)

### Questions?

Contact Samantha Alphonso at Financial Relations Board at 212-827-3746

Or email to [salphonso@mww.com](mailto:salphonso@mww.com)

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